

CONRAIL®

REGORDATION NO. 18095 FILED 1425 3-119A008

APR 29 1993 10-35 AM

INTERSTATE COMMERCE COMMISSION

April 29, 1993

VIA HAND DELIVERY

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Twelfth Street & Constitution Avenue, N.W.
Washington, D.C. 20423

Re: Lease of Locomotives from General Motors Corporation to Consolidated Rail Corporation

Dear Mr. Strickland:

Enclosed are an original and two originally executed counterparts of the secondary document described below. The secondary document described below is related to the primary document Lease Agreement, dated December 23, 1992 ("Lease"), between Consolidated Rail Corporation and General Motors Corporation, which was duly filed for recordation with the Interstate Commerce Commission ("ICC") pursuant to 49 U.S.C. Section 11303, as recorded on January 13, 1993 at 9:50 a.m., Recordation No. 18095. All of the enclosed documents are to be recorded pursuant to Section 11303, Title 49, of the United States Code.

The enclosed secondary document is:

Lease Agreement Termination, dated as of April 29, 1993, between Consolidated Rail Corporation and General Motors Corporation.

The names and addresses of the parties to the documents are as follows:

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Lease Agreement Termination

Lessee:

Consolidated Rail Corporation
2001 Market Street
P.O. Box 41425
Philadelphia, PA 19101-1425

Secured Party:

General Motors Corporation
Administrative Building
9301 West 55th Street
La Grange, IL 60525

The description of the equipment covered by the
aforesaid Lease Agreement Termination is as follows:

Nine (9) General Motors Corporation Model SD60M diesel
electric locomotives bearing road numbers 5530, 5536 and
5538 through 5544, both inclusive.

A fee of sixteen dollars (\$16.00) is enclosed. Please
return the original and any extra copies not needed by the
Commission for recordation to:

Cheryl A. Cook, Esquire
Consolidated Rail Corporation
2001 Market Street
P.O. Box 41416
Philadelphia, PA 19101-1416

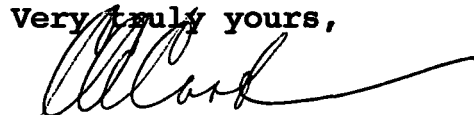
A short summary of the document to appear in the index
follows:

Lease Agreement Termination: Lease Agreement
Termination, dated as of February 26, 1993, between General
Motors Corporation, as secured party, Administrative
Building, 9301 West 55th Street, La Grange, IL 60525 and
Consolidated Rail Corporation, as lessee, 2001 Market
Street, P.O. Box 41425, Philadelphia, Pennsylvania
19101-1425, covering nine (9) General Motors Corporation
Model SD60M diesel electric locomotives bearing road numbers
5530, 5536, and 5538 through 5544, both inclusive.

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If you have any questions, please do not hesitate to
call the undersigned.

Very truly yours,



Cheryl Anne Cook
Associate General Counsel
16-A Two Commerce Square
Phila., PA 19103
(215) 209-5042
(215) 209-4819 (Fax)

/dr
Enclosure

APR 29 1993 10:35 AM

INTERSTATE COMMERCE COMMISSION

LEASE AGREEMENT TERMINATION

Partial

This document amends the Lease Agreement, dated December 23, 1992, ("Lease") between Consolidated Rail Corporation, ("Railroad"), a Pennsylvania corporation and Electro-Motive Division, General Motors Corporation ("EMD"), a Delaware corporation only with respect to the locomotives 5530, 5536, and 5538 through 5544, inclusive, (hereinafter referred to as "Terminated Equipment"). The Lease and the hereinafter described recordation with the Interstate Commerce Commission ("ICC") with respect to all locomotives, other than the Terminated Equipment (the "Remaining Locomotives"), continues in full force and effect.

WHEREAS, the Lease was duly filed for recordation with the Interstate Commerce Commission ("ICC") pursuant to 49 U.S.C. Section 11303, as recorded on January 13, 1993 at 9:50am. Recordation No. 18095;

WHEREAS, the Lease was subsequently amended by a Lease Agreement Termination (Partial), as recorded on March 25 at 10:30am, Recordation No. 18095-C;

WHEREAS, the parties hereto desire to terminate and cancel the lease with respect to the Terminated Equipment and to record this termination and cancellation;

Now, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt of which is acknowledged, Railroad and EMD agree as follows:

1. Railroad and EMD hereby terminate and cancel the Lease, effective April 29, 1993.
2. The parties agree to record this Agreement with the ICC so as to release the lien against the Terminated Equipment constituted by the Lease.
3. This Agreement may be executed by the parties in one or more counterparts (or upon separate signature pages bound together in one or more counterparts) shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, Railroad and EMD have each caused this Termination Agreement to be duly executed by their authorized officers as of the day and year first above written.

CONSOLIDATED RAIL CORPORATION

By: *Thomas F. McLean*

Title: *Director - Financing*

**ELECTRO-MOTIVE DIVISION
GENERAL MOTORS CORPORATION**

By: *Franklin*

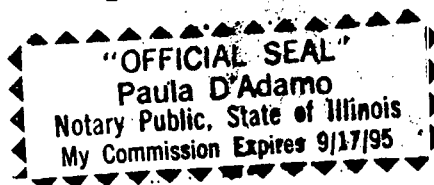
Title: ASSISTANT SECRETARY

State of Illinois)
County of Cook) ss.

On this 28 day of April, 1993, before me personally appeared Keith A. McCanless, to me personally known, who, being by me duly sworn, did say that he is a Assistant Secretary of Electro-Motive Division, General Motors Corporation, that the instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.


Notary Public

My commission expires:



State of Pa)
County of Phila) ss.

On this 28 day of April, 1993, before me personally appeared Thomas J. McGraw, to me personally known, who, being by me duly sworn, did say that he is a Director of Tranvair, that the instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.


Notary Public

My commission expires:

NOTARIAL SEAL
LORETTA DANDRIDGE, Notary Public
City of Philadelphia, Phila. County
My Commission Expires Aug. 27, 1994